

**Judge John C. Coughenour**  
**Judge Michelle L. Peterson**

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

GUILD MORTGAGE COMPANY LLC,

Plaintiff,

vs.

CROSSCOUNTRY MORTGAGE LLC,

Defendant.

Case No. 2:21-CV-01376-JCC-MLP

**DECLARATION OF MICHAEL A. PLATT IN SUPPORT  
OF DEFENDANT CROSSCOUNTRY MORTGAGE, LLC'S RENEWED MOTION  
TO DISMISS THE COMPLAINT FOR LACK OF SUBJECT MATTER JURISDICTION**

Michael A. Platt declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner in the law firm of Jones Day. I am a member in good standing of the Bar of the States of Ohio and New York, and I am admitted *pro hac vice* in this action. I represent defendant CrossCountry Mortgage, LLC ("CrossCountry").

2. I make this declaration to authenticate copies of materials to be considered in connection with CrossCountry's Renewed Motion to Dismiss the Complaint For Lack of Subject

DECLARATION OF MICHAEL A. PLATT IN SUPPORT OF  
DEFENDANT CROSSCOUNTRY MORTGAGE, LLC'S MOTION  
TO DISMISS THE COMPLAINT FOR LACK OF SUBJECT  
MATTER JURISDICTION, 2:21-CV-01376-JCC-MLP

**JONES DAY**  
901 Lakeside Avenue  
Cleveland, Ohio 44114-1190  
Telephone: (216) 586-3939

**LEWIS BRISBOIS BISGAARD &  
SMITH LLP**  
1111 Third Avenue, Suite 2700  
Seattle, Washington 98101  
Telephone: 206.436.2020 • Fax  
206.436.2030

Matter Jurisdiction, pursuant to Rule 12(b)(1) (the “Motion”). Submitted herewith are true and correct copies of the following:

- Exhibit A: Relevant Excerpt of Guild Holding Company (NYSE: GHLD), SEC Form 10-Q, filed May 9, 2022
- Exhibit B: Relevant Excerpt of Guild Holding Company (NYSE: GHLD), SEC Form 10-Q, filed August 13, 2021
- Exhibit C: Printout of Official Website of the Delaware Department, Entity Details for CrossCountry Mortgage, LLC, printed July 22, 2022
- Exhibit D: Relevant Excerpt of the Amended and Restated Limited Liability Company Agreement of CrossCountry Mortgage, LLC, dated as of October 2, 2019
- Exhibit E: Relevant Excerpt of the Second Amended and Restated Limited Liability Company Agreement of CrossCountry Mortgage, LLC, dated as of June 6, 2022
- Exhibit F: Relevant Excerpt of the Amended and Restated Limited Liability Company Agreement of CrossCountry Holdco, LLC, dated as of June 6, 2022
- Exhibit G: Relevant Excerpt of the Limited Liability Company Agreement of Radcliff CCM I LLC, dated as of October 2, 2019\*
- Exhibit H: Relevant Excerpt of the Limited Liability Agreement of the Tier 2 LLC Member (as defined in the Motion), dated as of October 2, 2019\*
- Exhibit I: Relevant Excerpt of the Operating Agreement of the Tier 3 LLC Member (as defined in the Motion), dated as of October 20, 2014\*
- Exhibit J: Declaration of the Natural Person (as defined in the Motion)\*

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\* Because Radcliff CCM I LLC and its members and their upstream members are third parties whose organizational documents or identity (in the case of the Natural Person) are non-public, sensitive, and confidential, CrossCountry is simultaneously herewith moving for leave to allow CrossCountry to file Exhibits G through J under seal.

1           3.       I declare under penalty of perjury that the foregoing is true and correct, based upon  
2 my knowledge, information and belief.

3  
4 Dated: August 8, 2022

*s/ Michael A. Platt*

Michael A. Platt  
JONES DAY  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114-1190  
Tel: (216) 586-3939  
Fax: (216) 579-0212  
maplatt@jonesday.com

*Counsel for Defendant  
CrossCountry Mortgage, LLC*

**CERTIFICATE OF SERVICE**

I hereby certify that on August 8, 2022, I caused the foregoing to be electronically filed with the Clerk of the Court using the CM/ECF System, which in turn automatically generates a Notice of Electronic Filing (NEF) to all parties in the case who are registered users of the CM/ECF system. The NEF for the foregoing specifically identifies recipients of electronic notice.

*s/Michelle Little*

Michelle Little, Legal Secretary

[michelle.little@lewisbrisbois.com](mailto:michelle.little@lewisbrisbois.com)